

McGLINCHEY STAFFORD LANG

A LAW CORPORATION

NEW ORLEANS
HOUSTON
BATON ROUGE
LITTLE ROCK
WASHINGTON, D.C.
FORT SMITH
LAKE PROVIDENCE

2777 STEMMONS FREEWAY
SUITE 925
DALLAS, TEXAS 75207

TELEPHONE (214) 634-3939
FAX (214) 634-3971
DIRECT DIAL:

February 21, 1994

RECORDATION NO. 15195 *SM, N.O. P*
FILED 1425

FEB 23 1994 -2 25 PM

INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue N.W.
Washington, D.C. 20423
Attention: Ms. Mildred Lee, Room 2303

RE: Documents for Recordation
Trinity Industries Leasing Company
Equipment Trust (Series 5)

Dear Ms. Lee:

On behalf of Trinity Industries Leasing Company and in accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder, enclosed herewith for filing and recordation are the following documents:

1. Two (2) executed originals of Second Supplement to Equipment Trust Agreement, a primary document, dated as of February 16, 1994, between Trinity Industries Leasing Company and NationsBank of Texas, N.A., formerly known as NCNB Texas National Bank, successor trustee;
2. Two (2) executed originals of an Assignment, a primary document, dated February 16, 1994, between Trinity Industries Leasing company ("Assignor") and NationsBank of Texas, N.A., formerly known as NCNB Texas National Bank, successor trustee; ("Assignee");
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated February 16, 1994, between Trinity Industries Leasing Company ("Seller") and NationsBank of Texas, N.A., formerly known as NCNB Texas National Bank, successor trustee; ("Buyer"); and
4. Two (2) executed originals of a Bill of Sale, a secondary document, dated February 16, 1994 between NationsBank of Texas, N.A., formerly known as NCNB Texas National Bank, successor trustee; ("Seller") and Trinity Industries Leasing Company ("Buyer").

The enclosed Second Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment

McGLINCHEY STAFFORD LANG
A LAW CORPORATION

Secretary
February 21, 1994
Page 2

Trust Agreement dated as of March 15, 1987 between Trinity Industries Leasing Company and NationsBank of Texas, N.A., formerly known as NCNB Texas National Bank, successor trustee, as Trustee, which was filed and recorded under Recordation No. 15195 on March 31, 1987, along with an Assignment and Bill of Sale under Recordation Nos. 15195-A and 15195-B, respectively; the First Supplement to Equipment Trust Agreement dated as of November 20, 1989 between Trinity Industries Leasing Company and NationsBank of Texas, N.A., formerly known as NCNB Texas National Bank, successor trustee, as Trustee, which was filed and recorded under Recordation No. 15195-I on November 29, 1989, along with an Assignment and Bill of Sale under Recordation Nos. 15195-H and 15195-J, respectively.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to nineteen (19) railcars and the lease thereof subject to the said Equipment Trust Agreement that were released from the Equipment Trust and assigned by the said Trustee to Trinity Industries Leasing Company.

We request that the Assignment be cross-indexed.

The address of Trinity Industries Leasing Company is 2705 State Street, Chicago Heights, Illinois, and the address of the NationsBank of Texas, the Trustee is 901 Main Street, Dallas, TX, 75202.

The railroad equipment covered by the Second Supplement to Equipment Trust Agreement is described in Exhibit A attached hereto. The foregoing railroad equipment consists solely of cars intended for use relating to interstate commerce.

Enclosed is our firm's check in the amount of \$64.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Second Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Second Supplement to Equipment Trust Agreement, the Assignment and the Bills of Sale, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

A short summary of the documents appear in the index follows:

McGLINCHEY STAFFORD LANG
A LAW CORPORATION

Secretary
February 21, 1994
Page 3

- (a) Primary Documents. (i) Second Supplement to Equipment Trust Agreement, a primary document, dated as of February 16, 1994, between Trinity Industries Leasing Company (as vendor and lessee), and NationsBank of Texas, N.A., formerly known as NCNB Texas National Bank, successor trustee, as Trustee, and covering twelve (12) railroad cars, and (ii) Assignment, a primary document, dated February 16, 1994, between Trinity Industries Leasing Company (as Assignor), and NationsBank of Texas, N.A., formerly known as NCNB Texas National Bank, successor trustee, as Trustee, and covering twelve (12) railroad cars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated February 16, 1994, between Trinity Industries Leasing Company (as Seller), and NationsBank of Texas, N.A., formerly known as NCNB Texas National Bank, successor trustee, as Trustee (as Buyer), and covering various railroad cars, and connected to the Second Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated February 16, 1994, between NationsBank of Texas, N.A., formerly known as NCNB Texas National Bank, successor trustee, as Trustee (Seller) and Trinity Industries Leasing Company (Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of March 15, 1987 referred to above.

Very truly yours,



Richard A. Fogel

RAF:ps
Enclosures

BILL OF SALE

Series 5

NATIONSBANK OF TEXAS, N.A.
formerly known as NCNB Texas National Bank
AS TRUSTEE
TO

RECORDATION NO. 15195-8
FILED 1425
FEB 23 1994 - 2 25 PM

TRINITY INDUSTRIES LEASING COMPANY
INTERSTATE COMMERCE COMMISSION

NationsBank of Texas, N.A., formerly known as NCNB National Bank, successor trustee (the "Trustee"), in consideration of the sum of Ten Dollars (\$10.00) in hand paid and other good and valuable consideration, the receipt of which is hereby acknowledged, has bargained, sold, assigned and transferred, and by these presents does hereby bargain, sell, assign, and transfer unto Trinity Industries Leasing Company (the "Company"), a Delaware corporation, pursuant to Section 5.05(a) of that certain Equipment Trust Agreement dated as of March 15, 1987 (the "Agreement") by and between the Trustee and the Company and the Request delivered to the Trustee by the Company dated February 16, 1994, all the right, title and interest of the Trustee, as Trustee under the Agreement, in and to the nineteen (19) railcars (the "Trust Equipment") described on Exhibit A hereto covered by the Railroad Car Lease Agreement, dated May 26, 1981, between the Company and Northern Propane Gas Company as described on Exhibit A, to the Agreement, together with all right, title and interest of the Trustee in and to any and all existing leases or subleases in respect of the Trust Equipment as described on Exhibit B hereto (the "Existing Leases").

The Trustee hereby warrants that it has not caused any liens or encumbrances to have been placed on the Trust Equipment, other than the Existing Leases and the rights of the Company under the Agreement.

IN WITNESS WHEREOF, NationsBank of Texas, N.A., as such trustee has caused this Bill of Sale to be executed by its duly authorized officers and its corporate seal to be hereunto affixed, duly attested, this 16 day of February, 1994.

NATIONSBANK OF TEXAS, N.A.

By: [Signature]
Vice President

Attest: [Signature]
Assistant Vice President

STATE OF TEXAS

§
§
§

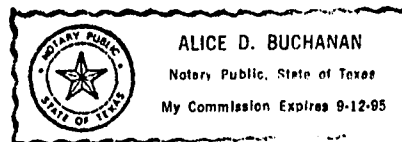
COUNTY OF DALLAS

On this 16 day of February, 1994, before me personally appeared LINDA McNEIL, to me personally known, who being by me duly sworn, says that she is the Vice President of NationsBank of Texas, N.A., formerly known as NCNB Texas National Bank, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Alice D. Buchanan
Signature of Notary Public

My Commission Expires:

9-12-95



DDD04D23

EXHIBIT ASeries 5

1. Railroad Car Lease Agreement, dated May 26, 1981, between Trinity Industries Leasing Company and Northern Propane Gas Company (acquired by Buckeye Gas Products Company) covering the following described railroad cars:

Number of Cars	Type	Car Numbers
19	34,090 Gal. 112J340 Tank Cars	TILX 300581-300585 TILX 300681-300685 TILX 300687-300695 (inclusive)

DDD4D53

EXHIBIT B**Series 5****DESCRIPTION OF TRUST EQUIPMENT**

Quantity and Type	Class	Capacity	Initialed Car Numbers	Earliest Service
19 Hopper Cars	112J340	34,090 Gal.	TILX 300581-300585 300681-300685 300687-300695	1/81

DDD04D59